

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>Fleming Companies, Inc., <u>et al.</u>,<sup>1</sup></b>	)	<b>Case No. 03-10945</b>
	)	<b>(Jointly Administered)</b>
<b>Debtors.</b>	)	
	)	
	)	

**ORDER PURSUANT TO 11 U.S.C. §§ 327(a), 328(A) AND FED.R.BANKR.P.  
2014(a) AUTHORIZING THE EMPLOYMENT AND RETENTION OF THE  
FOOD PARTNERS AS RETAIL GROCERY FINANCIAL ADVISOR  
FOR THE DEBTORS AND DEBTORS IN POSSESSION**

Upon the application (the “Application”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) seeking entry of an order (the “Order”), pursuant to sections 327(a), 328(a) of title 11 of the United States Code (the “Bankruptcy Code”), authorizing the Debtors to employ and retain The Food Partners, LLC (“TFP”) as their retail grocery financial and strategic advisor; and upon the affidavit of Matthew S. Morris, Principal (the “Affidavit”); and the Court being satisfied based on the representations made in the Application and the Affidavit that TFP neither holds nor represents any interest adverse to the Debtors’ estates with respect to the matters upon which it is to be engaged, that they are disinterested persons as that term is defined under

<sup>1</sup> The Debtors are the following entities: Fleming Companies, Inc.; ABCO Food Group, Inc.; ABCO Markets, Inc.; ABCO Realty Corp.; ASI Office Automation, Inc.; C/M Products, Inc.; Core-Mark International, Inc.; Core-Mark Interrelated Companies, Inc.; Core-Mark Mid-Continent, Inc.; Dunigan Fuels, Inc.; Ltd.; FAVAR Concepts, Ltd.; Fleming Foods Management Co., L.L.C., Fleming Foods of Texas, L.P.; Fleming International, Ltd.; Fleming Supermarkets of Florida, Inc.; Fleming Transportation Service, Inc.; Food 4 Less Beverage Company, Inc.; Fuelserv, Inc.; General Acceptance Corporation; Head Distributing Company; Marquise Ventures Company, Inc.; Minter-Weisman Co.; Piggly Wiggly Company; Progressive Realty, Inc.; Rainbow Food Group, Inc.; Retail Investments, Inc.; Retail Supermarkets, Inc.; RFS Marketing Services, Inc.; and Richmar Foods, Inc. (collectively, the “Debtors”).

<sup>2</sup> Capitalized terms not defined herein shall have the meaning ascribed to them in the Application.

section 101(14) of the Bankruptcy Code; and sufficient notice of the Application having been given under the circumstances; and that the employment of TFP is necessary and would be in the best interests of the Debtors' estates; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of this proceeding and the Motion is properly in this district under 28 U.S.C. §§ 1408 and 1409; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Application is granted; and it is further

ORDERED that pursuant to Sections 327(a), 328(a) and 1107 of the Bankruptcy Code, the Debtor shall be, and hereby is, authorized and empowered to employ, compensate and indemnify TFP as its financial and strategic advisor *nunc pro tunc* to May 9, 2003, subject to the terms and conditions set forth in this Application and the TFP Agreement; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Wilmington, Delaware

Dated: \_\_\_\_\_, 2003

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UNITED STATES BANKRUPTCY JUDGE